

**BEFORE THE SECURITIES COMMISSIONER
OF THE STATE OF KANSAS**

In the Matter of:

RAPID FIRE SOLUTIONS, INC.,
STEVEN T. RASMUSSEN,
and their representatives and agents,

Docket No. 09 E 013
KSC No. 2008-5448

Respondents.

_____/

Pursuant to K.S.A. 17-12a604

NOTICE OF INTENT TO IMPOSE ADMINISTRATIVE SANCTIONS

Staff for the Office of the Securities Commissioner of Kansas, by and through Gail E. Bright, Associate General Counsel, alleges that sufficient evidence exists to provide cause under K.S.A. 17-12a604 to invoke administrative sanctions against Respondents Rapid Fire Solutions, Inc., and Steven T. Rasmussen. If the allegations set forth below are found to be true, through either administrative adjudication, failure of the Respondents to make a timely request for hearing or default of the Respondents, it is the intention of the staff to seek an order from the Commissioner to impose administrative sanctions upon the Respondents under the Kansas Uniform Securities Act. Such sanctions may include, *inter alia*, censure, a civil penalty, restitution, disgorgement, and suspension or revocation of registration.

If the Respondents wish to contest the allegations set forth below, or offer evidence and arguments to mitigate those allegations, then the Respondents must file a request for hearing within 33 days after the date of mailing on the Certificate of Service attached to this Notice. The request for hearing must be in the manner and form prescribed by K.A.R. 81-11-3 and 81-11-5, and it must be filed with the Office of the

Securities Commissioner, 618 S. Kansas Avenue, Topeka, Kansas, 66603. The request for hearing must be verified under oath by the Respondents, and if the Respondents dispute any of the allegations set forth below, the Respondents shall specifically deny those allegations or the allegations will be deemed by the Respondents. If the allegations are properly disputed, the matter will be set for a hearing to be conducted in accordance with the Kansas Administrative Procedures Act. If a request for hearing is not timely filed, the Commissioner may issue a final order without further proceedings.

In support of such action, staff for the Office of the Securities Commissioner alleges and states:

Allegations of Fact

1. Respondent Rapid Fire Solutions, Inc. ["Rapid Fire"], is a Kansas corporation, in "forfeited" status with the Office of the Kansas Secretary of State, with a last known address of 11350 Tomahawk Creek Parkway, Suite 200, Leawood, Kansas, 66211.

2. Respondent Steven T. Rasmussen ["Rasmussen"] is a Kansas resident, with a last known address of [REDACTED], and "Managing Partner" of Respondent Rapid Fire.

A. [REDACTED]

3. [REDACTED] is a resident of Leawood, Kansas.

4. In May 2006, [REDACTED] was introduced to Respondent Rasmussen, who solicited him to invest in Rapid Fire. According to Respondent Rasmussen, [REDACTED] would receive a 10% return on his investment or, in the alternative, a portion of

Respondent Rasmussen's interest in Legacy Investment Partners, Inc., a federal-covered registered investment adviser.

5. On or about May 19, 2006, [REDACTED] wrote a check to Rapid Fire, in the amount of \$50,000.00. In return, [REDACTED] was given a "Repurchase and Guaranty Agreement," signed by Respondent Rasmussen on the same date, with the terms of the investment.

6. Upon requesting that the terms of the above agreement be followed, [REDACTED] learned that Respondent Rasmussen did not have authority to pledge his interest in Legacy Investment Partners, Inc., a fact he knew at the time he solicited [REDACTED].

7. Respondent Rasmussen also failed to disclose to [REDACTED] that:

- a. he had been the defendant in two (2) civil lawsuits; and
- b. a federal tax lien had been placed against him.

8. [REDACTED] has not received any return on the investment and his loss is \$50,000.00.

B. [REDACTED]

9. [REDACTED] is a resident of Leawood, Kansas.

10. In August 2006, [REDACTED] was introduced to Respondent Rasmussen.

11. On or about August 25, 2006, in Leawood, Kansas, [REDACTED] wrote a check to Respondent Rapid Fire, in the amount of \$5,000.00, and provided it to Respondent Rasmussen.

12. On or about September 8, 2006, [REDACTED] signed a Guaranty with Country Club Bank, Leawood, Kansas, in support of a Promissory Note and a Security Agreement, both dated September 12, 2006, guaranteeing a \$100,000.00 loan to Respondent Rapid Fire.

13. Respondents Rapid Fire and Rasmussen paid a commission of \$5,067.00 to the individual who arranged the introduction to [REDACTED].

14. Respondent Rasmussen failed to disclose to [REDACTED] that:

- a. he had been the defendant in three (3) civil lawsuits;
- b. a federal tax lien had been placed against him; and
- c. neither Respondent had a transferable interest in the collateral used for the Country Club Bank loan.

15. The investment was not registered with the Office of the Kansas Securities Commissioner.

16. [REDACTED] loss is ongoing as he is currently making payments on the loan with Country Club Bank.

Allegations of Law

17. The investment sold by Respondents Rapid Fire and Rasmussen to [REDACTED] and [REDACTED] is a security as defined by K.S.A. 17-12a102.

18. Pursuant to K.S.A. 17-12a604, if the Commissioner finds, by written findings of fact and conclusions of law, that a person has violated this act, he may enter an order against the person containing one or more of the following sanctions or remedies: cease and desist order, a civil penalty up to \$40,000.00, a bar, restitution, disgorgement and/or actual costs of the proceeding.

19. Respondent Rasmussen, individually and as Managing Partner of Respondent Rapid Fire, omitted the following material facts in his solicitation of [REDACTED] and/or [REDACTED], in violation of K.S.A. 17-12a501(2):

- a. he had been the defendant in three (3) civil lawsuits;
- b. a federal tax lien had been placed against him; and
- c. neither Respondent had a transferable interest in the collateral used for the Country Club Bank loan.

20. Respondent Rasmussen, individually and as Managing Partner of Respondent Rapid Fire, sold a security that was not registered pursuant to the Kansas Uniform Securities Act, in violation of K.S.A. 17-12a301.

21. Adequate grounds exist under K.S.A. 17-12a402 and 17-12a604 to invoke administrative sanctions against Respondents and such order is in the public interest.

Filed this 22nd day of May, 2009.

/s/ Gail Bright

Gail E. Bright, #14572

Associate General Counsel

CERTIFICATE OF SERVICE

I hereby certify that on the 22nd day of May, 2009, a copy of the above **Notice of Intent to Impose Administrative Sanctions** was served, U.S. Mail, certified, return receipt requested, on the following:

Steven T. Rasmussen, Managing Partner
Rapid Fire Solutions, Inc.
11350 Tomahawk Creek Parkway, Suite 200
Leawood, Kansas 66211

Steven T. Rasmussen, Managing Partner
Rapid Fire Solutions, Inc.

[REDACTED]

Steven T. Rasmussen

[REDACTED]

/s/ Gail Bright

Gail E. Bright, #14572

Associate General Counsel